UNITED STATES
04025994

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

MAY 1 2 2004

FORM D

NOTICE OF SALE OF SECURITIES
155
SURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series C Convertible Preferred Stock	707
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [[]ULOE
Type of Filing: [] New Filing [X] Amendment	
A. BASIC IDENTIFICATION DATA	ROCESSEI MAY 17 2004
1. Enter the information requested about the issuer	MAY 17 2004
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	MINI I I Dog
Medical Optical Imaging, Inc.	THOMSON SINANCIAL
Address of Executive Offices (Number and Street, City, State, Zip Code) 8701 Mallard Creek Rd., Charlotte, NC 28262 Telephone Number (Including (704) 503-7272)	; Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including A	Area Code)
(if different from Executive Offices) Same as above.	
Brief Description of Business	
Develop and commercialize a novel medical imaging device using near-infrared light.	
Type of Business Organization	
[X] corporation [] limited partnership, already formed [] other (please specify):	
[] business trust [] limited partnership, to be formed	
Month Year	
Actual or Estimated Date of Incorporation or Organization: [02] [97] [X] Actual [] Estim	ated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
CN for Canada; FN for other foreign jurisdiction) [N][C]	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not MMMCharlotte-#14199-v1-Amended Form D.DOC

manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption.

Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers

Each general	anu ma	naging part	ner of parmersmp issue	18.	No. 1 No.			
Check Box(es) that Ap	oply: [X	K] Promot	er [X] Beneficial Own		Officer	[X] Dii	ector	[] General and/or Managing Partner
Full Name (Last name	first, if	individual)	Benson, Jonathon L.	nettrado reper em 170 de repues estados de maior. Con que em 200 en em academário de describados de la composição de la composição de la composição de la compos	er de næri. Skaladad 18	ari ya te da 1919 Yandalat Birin ali 184	allek, le s ep	e filozofia (m. 1900). Másico e o dicerco a comándo de veces
Business or Residence	Addres	s (Number	and Street, City, State,	Zip Code) 8701 Ma	llard C	reek Rd,	Charle	otte, NC 28262
Check Box(es) that Ap	oply: [X	K] Promote	er [X] Beneficial Own	ner [X] Executive (Officer	[X] Dire	ctor [] General and/or Managing Partner
Full Name (Last name	first, if	individual)	Lucas, Thomas					
Business or Residence	Addres	s (Number	and Street, City, State,	Zip Code) 9516 Gle	nwater	Drive, C	harlot	te, NC 28262
Check Box(es) that Apply:	[X]	Promoter	[X] Beneficial [] Owner	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name	first, f i	ndividual) '	Taylor, Dave					
Business or Residence	Addres	s (Number	and Street, City, State,	Zip Code) 2434 Rec	l Fox T	rail, Chai	lotte,	NC 28211

		Promoter [X] B	eneficial Owner		ficer [X]	Director		ieral and/or naging Partr
Full Name (Last 1	name first, if ind	lividual) Kilkenny	, Jay		Marie (1977) Marie (1977)			
Business or Resid	dence Address (1	Number and Street	, City, State, Zip	Code) 129 W. Tr:	ade St., St	e. 1555, C	harlotte,	NC 28202
Check Box(es) th apply:	hat [X] Pr	romoter [] Ben Owi	Professional Control of the Control	ecutive Officer] Dire	ctor []		al and/or ging Partner
		ividual) Rowe, Jo Number and Street	Mary Magazina (1986)	Code) Ballindamı	m 7, 20095	Hambur	g, Germa	iny
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Tas the issuer so	old, or does the i	issuer intend to sel	l, to non-accredite	ed investors in this	offering?.		Yes	No [X]
swer also in App	pendix, Column	2, if filing under l	ULOE.					
Vhat is the mini	imum investmen	nt that will be accept	pted from any ind	ividual?			\$ N/A	
oes the offering	g permit joint ov	wnership of a singl	le unit?				Yes [X]	No []
rectly, any com	nmission or simi	for each person what is a second of the light of the ligh	or solicitation of p	ourchasers in conn	ection with	n sales of	(J	
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[IL]	[IN] .	[IA] ¹	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[ŪT]	[VT].	[VA]	[WA]	[WV]	[W I]	[WY]	[PR]	
Full N	Vame (La	st name f	irst, if ind	lividual)									
Busin	ess or Re	sidence A	Address (1	Number a	nd Street,	, City, Sta	ate, Zip C	ode)					
Name	of Assoc	iated Bro	ker or De	ealer									
States	in Whicl	n Person l	Listed Ha	s Solicite	d or Inter	nds to So	licit Purch	nasers		-			
(Check	"All Stat	es" or ch	eck indiv	idual Stat	es)	•••••				[]	All State	s	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 2,000,000	\$ 25,000

[] Common [X] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$0	\$ 0
Other (Specify:).	\$0	\$ 0
Total	\$ 2,000,000	\$ 25,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ 25,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		3
Transfer Agent's Fees	[] \$

 $MMMCharlotte \hbox{-\#} 14199 \hbox{-} v1 \hbox{-} Amended \underline{ Form} \underline{ D.DOC}$

Printing and Engraving Costs	[2	X]	\$1	,000
Legal Fees	[X]	\$:	35,000
Accounting Fees	[]	\$	
Engineering Fees	[]	\$	
Sales Commissions (specify finders' fees separately)	[]	\$	
Other Expenses (identify):	[]	\$	
Total	[]	\$ 3	36,000
b. Enter the difference between the aggregate offering price given in response to Part C – Question total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$ 1	1,964,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.				
	Paymer Officer Directo Affiliat	s, rs,		Payments To Others
Salaries and fees	[]\$			[]\$
Purchase of real estate	[]\$			[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$			[]\$
Construction or leasing of plant buildings and facilities	[]\$			[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$			[]\$
Repayment of indebtedness	[]\$			[]\$
Working capital	[]\$			[X] \$1,964,000
Other (specify):	[]\$			[]\$
Column Totals	[]\$			[X] \$1,964,000
Total Payments Listed (column totals added)	[X] \$ 1,	96	4,00)0
MANAGE 1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (

Printing and Engraving Costs

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under, <u>Rule 505</u> the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
	Brandy D. Berry-Yount, Attorney, signing on behalf of Jonathon L. Benson, President of Medical Optical Imaging, Inc.	517104

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		n daring dan daring
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No [X]
See Assess I'm Colours 5 for state assessed	ı,	[**]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Medical Optical Imaging, Inc.	Brandy W. Beylpit 517104
	Title (Print or Type)
Name of Signer (Print or Type)	
	Attorney, signing on behalf of
Brandy D. Berry-Yount	Jonathon L. Benson, President of Medical Optical
	Imaging, Inc.

Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

AP		

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Senior convertible promissory notes with accompanying stock purchase warrants	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		X							Y
AK		X							Y
AZ		X							X
AR		X							x
CA		X							Y
СО		X							Y
CT		X							x
DE		X							X
DC		X							Y
FL_		Y							v
GA		X							x
HI		X							x
<u> </u>	<u></u>	X							x
IL I		X							x
IN		X		· · · · · · · · · · · · · · · · · · ·					x
IA		X							x
KS		X							<u>x</u>
KY		X							<u> </u>
LA		X							<u> </u>
ме		X							x
MD		X							<u> </u>
MA		X	<u>.</u>						X

1	Intend to sell to non-accredited investors in State		Type of security and aggregate offering price offered in state (Part C-Item 1)	a	4 Type of inv mount purcha (Part C-I	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Senior convertible promissory notes with accompanying stock purchase warrants	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MI		X							X
MN	 	X					- · · · · · · · · · · · · · · · · · · ·		Y
MS		X							Y
МО		X							X
MT		X							X
NE		X						·	X
NV		X							X
NH		X							Y
NJ		X							Y
NM	!	X							Y
NY		X							X
NC		X		2	\$25.000				v
ND		X							Y
ОН		X							x
OK		X							¥
OR		X							<u> </u>
PA		X							X
RI		X							X
SC		X							X
SD		X							Y
TN		X							x
TX		X							Y
UT		X							Y
VT		X							X

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Senior convertible promissory notes with accompanying stock purchase warrants	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
VA		X							Y
WA		X							¥
WV		X							Y
WI		X							Y
WY		X							¥
PR		X							X